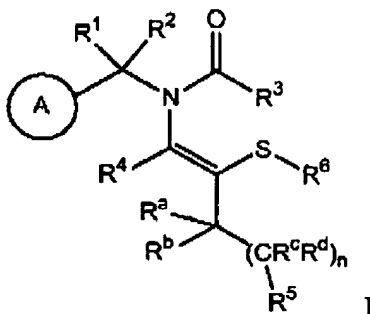


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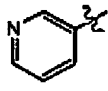
Attorney Docket No.: A33-01508  
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 MAY 27 2010

Claim Amendments.

1. (currently amended): A compound of formula I:



or a pharmaceutically acceptable derivative, salt, ester, salt of an ester, stereoisomer, enantiomer, isotope, or tautomer thereof, wherein:



ring A is optionally substituted and is

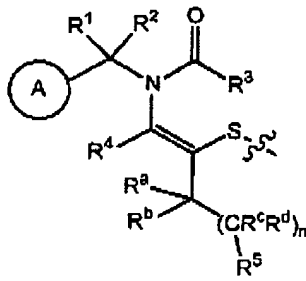
each  $R^1$  and  $R^2$  is independently H, alkyl, or fluoroalkyl;

$R^3$  is H, alkyl, fluoroalkyl, aralkyl, carbocyclalkyl, heterocyclalkyl, carbocycl, heterocyclalkyl, aryl, heteroaryl, heteroaralkyl,  $-C(O)R$ ,  $-OR$ ,  $-(CH_2)_{1-6}OR$ ,  $-(CH_2)_{1-6}N(R)_2$ ,  $-N(R)_2$ , or  $-C(H)(OR)R$ ;

$R^4$  is H, alkyl, fluoroalkyl,  $-CO_2R$ ,  $-CON(R)_2$ , carbocycl, carbocyclalkyl, heteroaryl, or heterocycl;

$R^5$  is  $-OR^7$  or  $-NR^8R^9$ ;

$R^6$  is  $-C(O)R$ ,  $-C(S)R$ ,  $-C=C-C(O)R$ ,  $-SR$ ,  $-S-W-OR^7$ ,  $M$ , or  $Y$ ;



Y is

;

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$R^7$  is  $R^\circ$ ,  $-C(O)R$ ,  $-C(O)N(R)_2$ ,  $-C(O)OR$ ,  $-(CH_2)_{1-6}-C(O)R$ ,  $-PO_3M_x$ ,  
 $-P(O)(alkyl)OM'$ ,  $-(PO_3)_2M_y$ , carbocyclyl, aryl, heterocyclyl, heteroaryl,  
carbocyclylalkyl, aralkyl, heterocyclylalkyl, or heteroaralkyl, ~~or a tumor-targeting moiety;~~

$x$  is 1 or 2;

$y$  is 1, 2 or 3;

each  $M$  is independently H, Li, Na, K, Mg, Ca, Mn, Co, Ni, Zn, or alkyl;

$M'$  is H, Li, Na, K, or alkyl;

$R^8$  is H or alkyl;

$R^9$  is H, alkyl,  $-C(O)R$ ,  $-C(O)N(R)_2$ ,  $-C(O)OR$ ,  $-SO_2R$ ,  $-SO_2N(R)_2$ , carbocyclyl,  
aryl, heterocyclyl, heteroaryl, carbocyclylalkyl, aralkyl, heterocyclylalkyl, or  
heteroaralkyl ~~or a tumor-targeting moiety;~~

each  $R^a$  and  $R^b$  is independently H,  $OR^\circ$ , alkyl, or fluoroalkyl;

each  $R^c$  and  $R^d$  is independently H, alkyl, or fluoroalkyl;

$n$  is 0-4;

$W$  is alkylene, arylene, heteroarylene, carbocyclylene, or heterocyclylene;

$R^\circ$  is H or alkyl; and

$R$  is  $R^\circ$ , carbocyclyl, aryl, heterocyclyl, heteroaryl, carbocyclylalkyl, aralkyl,  
heterocyclylalkyl, or heteroaralkyl.

2. (previously presented) The compound of claim 1, wherein  $R^6$  is Y or -SR.

3. (cancelled).

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4. (currently amended) The compound of claim 1, wherein:

- i)  $R^1$ ,  $R^2$  and  $R^4$  are independently H,  $C_{1-6}$  alkyl or fluoro( $C_{1-6}$  alkyl);
- ii)  $R^3$  is H, alkyl, fluoroalkyl,  $-(CH_2)_{1-6}OR$ ,  $-(CH_2)_{1-6}N(R)_2$ ,  $-NR^oC(O)R$ ,  $-C(O)R$ ,  $-C(H)(OR)R$ , aralkyl, heterocyclyl, heterocyclylalkyl, heteroaryl, or heteroaralkyl;
- iii)  $R^6$  is  $-C=C-C(O)R$ ,  $-SR$ ,  $-S-W-OR^7$ ,  $M$  or  $Y$ ;
- iv)  $R^7$  is H, alkyl,  $-C(O)R$ ,  $-PO_3M_x$ ,  $-(PO_3)_2M_y$ ,  $-P(O)(alkyl)OM^t$ ,  $-C(O)N(R)_2$ , or  $-C(O)OR$ , or a tumor-targeting moiety; or  $R^9$  is H, alkyl,  $-C(O)R$ ,  $-C(O)N(R)_2$ ,  $-C(O)OR$ ,  $-SO_2R$ , 5-membered heterocyclyl, or a 5-membered heteroaralkyl, or a tumor-targeting moiety; and
- v)  $n$  is 1.

5. (previously presented) The compound of claim 4, wherein  $R$  is  $R^o$ , carbocyclyl, aryl, heteroaryl, heterocyclyl, aralkyl, heterocyclylalkyl or heteroaralkyl.

6. (previously presented) The compound of claim 5, wherein  $R^o$  is H or  $C_{1-6}$  alkyl optionally substituted with halo, hydroxy or amino.

7. (previously presented) The compound of claim 4, wherein:

- i) ring A is optionally substituted with  $-NH_2$ , alkyl,  $-OC(O)R^t$ , halo,  $-OR^t$ ,  $-CF_3$ ,  $-OCF_3$ ,  $-SCF_3$ ,  $-SR^t$ ,  $-R^t$ ,  $-NR^tC(O)R^t$ ,  $-CO_2R^t$ ,  $-NO_2$ ,  $-N(R^t)_2$ ,  $-CN$ ,  $-C(O)R^t$ ,  $-C(O)N(R^t)_2$ ,  $-SO_2N(R^t)_2$ ,  $-NR^tCO_2R^t$ ,  $-C(O)C(O)R^t$ ,  $-OC(O)N(R^t)_2$ ,  $-S(O)_tR^t$ ,  $-C(O)CH_2C(O)R^t$ ,  $-NR^tSO_2R^t$ , or  $-C(=S)N(R^t)_2$ ; and  $R^t$  is 3-6 membered unsubstituted cycloalkyl, phenyl, benzyl, naphthyl, pyridyl, or  $C_{1-6}$  alkyl optionally substituted with halo;
- ii)  $R^3$  is H,  $C_{1-6}$  alkyl,  $-(CH_2)_{1-6}OR^o$  or  $-CH(OR^o)R^o$ ;

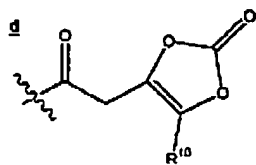
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iii)  $R^6$  is  $-C=C-C(O)R$ ,  $-SR$ ,  $-S-W-OR^7$  or  $Y$ ; and

iv)  $R^8$  is  $H$  or  $C_{1-6}$  unsubstituted alkyl.

8. (currently amended) The compound of claim 7, wherein  $R^7$  or  $R^9$  is  $H$ , a polysaccharide,  $[-C(O)CH(R)N(R)]_{2-3}-R$ , ~~an antibody~~, or



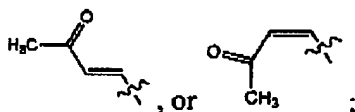
, wherein  $R^{10}$  is  $H$ , alkyl, or aryl.

9. (currently amended) The compound of claim 7, wherein:

i)  $R^1$ ,  $R^2$  and  $R^4$  are independently  $H$ , methyl, ethyl,  $-CH_2F$ ,  $-CHF_2$ , or  $-CF_3$ ;

ii)  $R^3$  is  $H$ , methyl, ethyl,  $-CH(OH)CH_3$ ,  $-CH_2OH$ , or  $-CH_2CH_2OH$ ;

iii)  $R^6$  is  $-S-(\text{heterocyclalkyl})$ , ( $-S-(\text{unsubstituted } C_{1-6} \text{ alkyl})$ ),  $Y$ ,

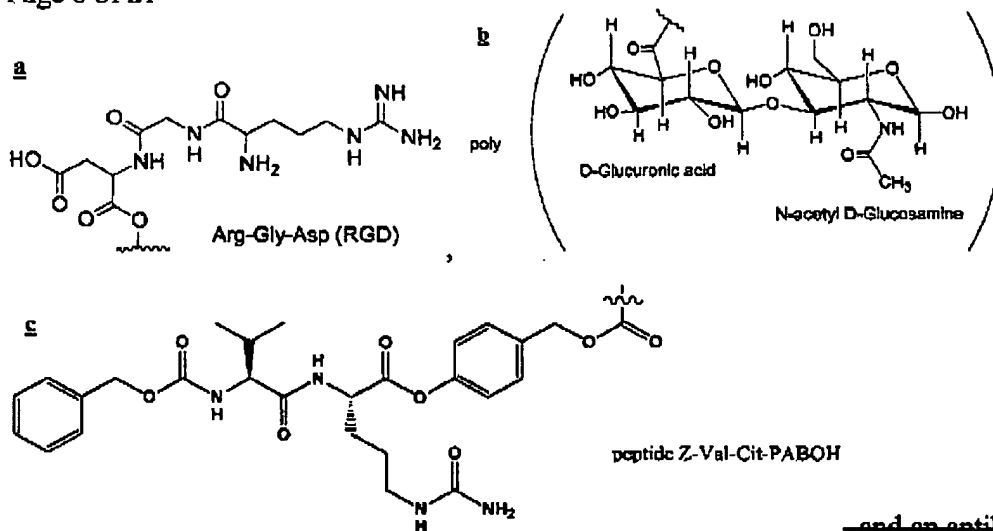


iv)  $R^8$  is  $H$ , methyl, or ethyl; and

v)  $R^7$  is  $H$ , methyl, ethyl,  $-C(O)Me$ ,  $-C(O)Et$ ,  $-C(O)NMe_2$ ,  $-C(O)-p-OMe$ -phenyl,  $-C(O)O$ -phenyl,  $-PO_3H_2$ ,  $-P(O)(OMe)_2$ ,  $-P(O)(OMe)OH$ ,  $-P(O)(Me)OH$ ,  $-P(O)(OH)OP(O)(OH)(OH)$ , or  $R^{11}$ ; and  $R^{11}$  is selected from the group consisting of:

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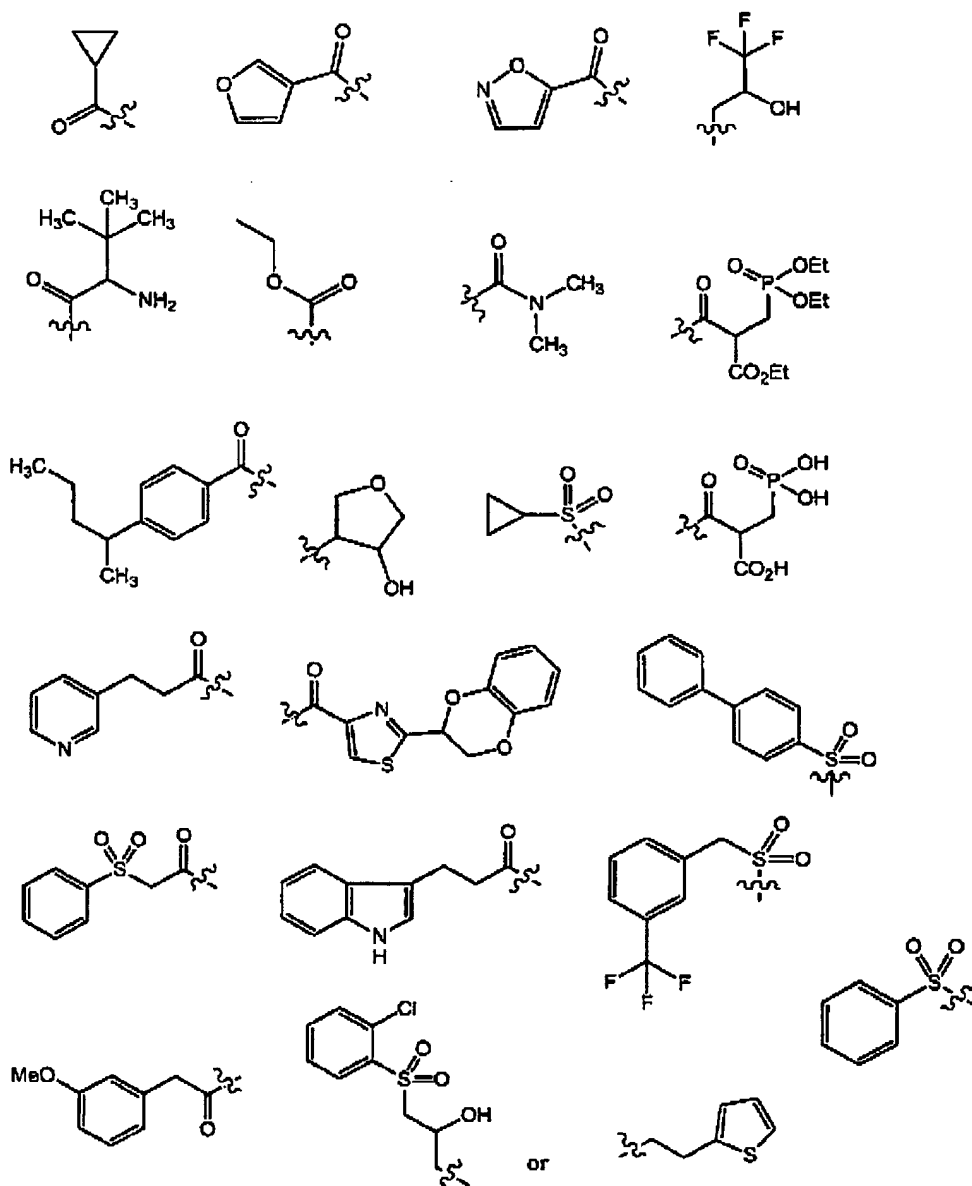


~~, and an antibody; or~~

$R^9$  is H, methyl, ethyl,  $R^{11}$ ,

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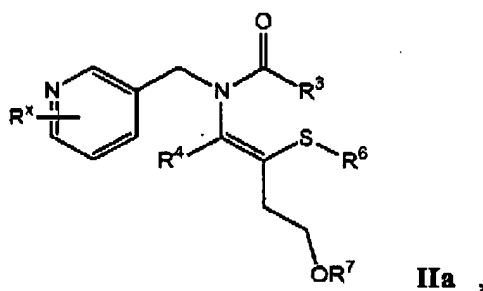


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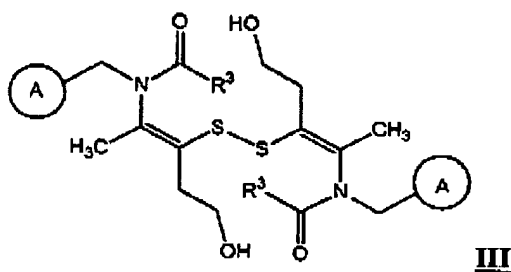
10. (currently amended) The compound of claim 1, wherein said compound is selected from the group consisting of the compounds of:

(1) formula **IIa**:



where  $R^3$  and  $R^4$  are independently H or alkyl,  $R^6$  is  $-SR$ ,  $R^7$  is  $R^o$ , and  $R^x$  can be the same or different and is selected from the group consisting of alkyl and  $NH_2$ ;

(2) formulae ~~III-13 to III-18~~:



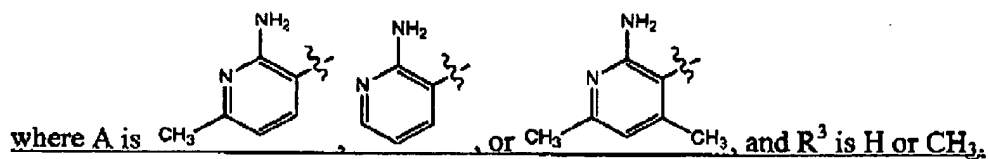
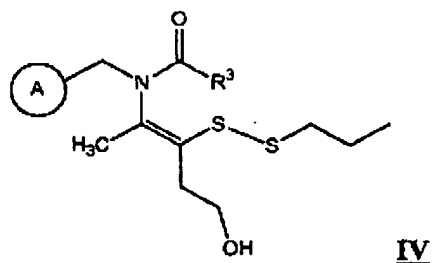
where A is , or , and  $R^3$  is H or  $CH_3$ ;

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and

(3) formulae ~~IV 13 to IV 18~~ **IV** :



11. (previously presented) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

12.-22. (cancelled).

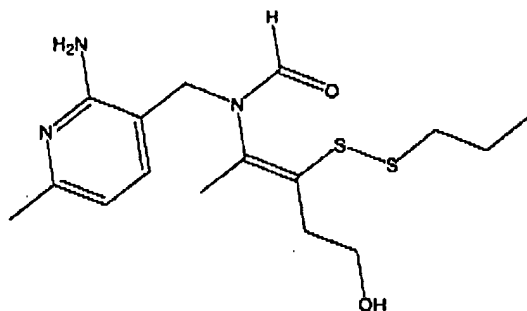


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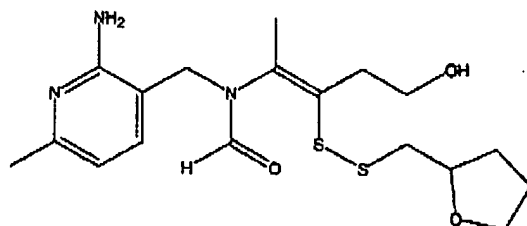
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23. (currently amended) A compound of the formula:

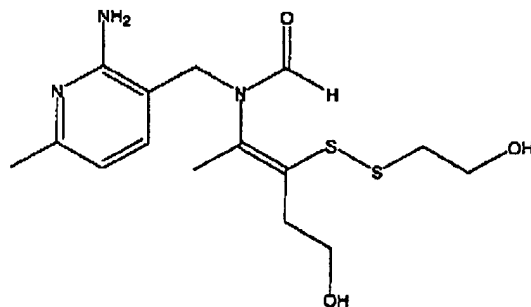
(a)



(b)



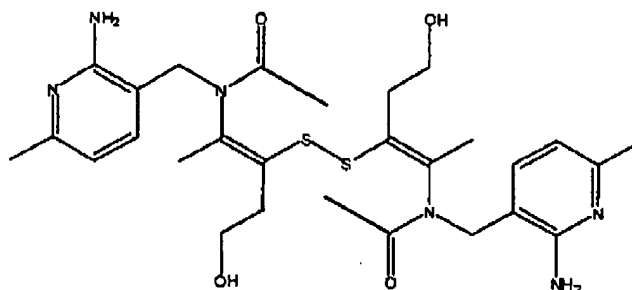
(c)



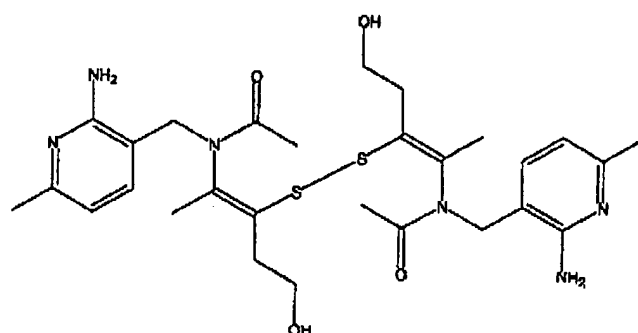
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(d)



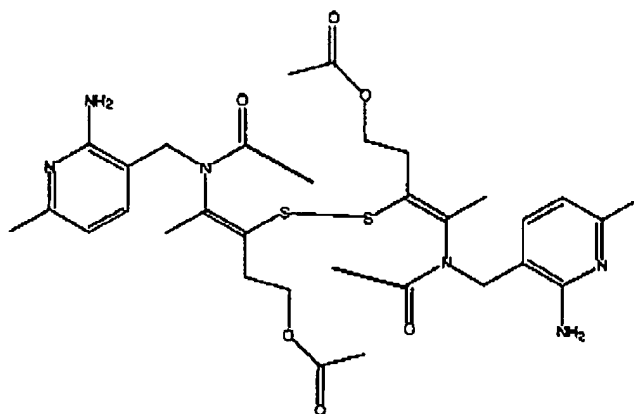
(e)



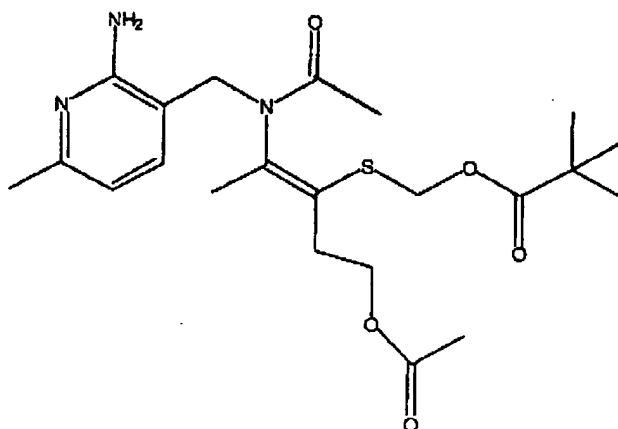
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(f)



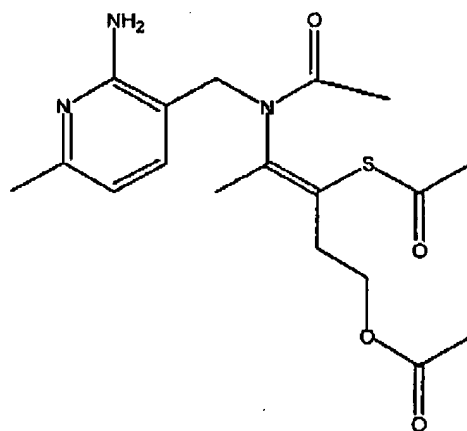
(g)



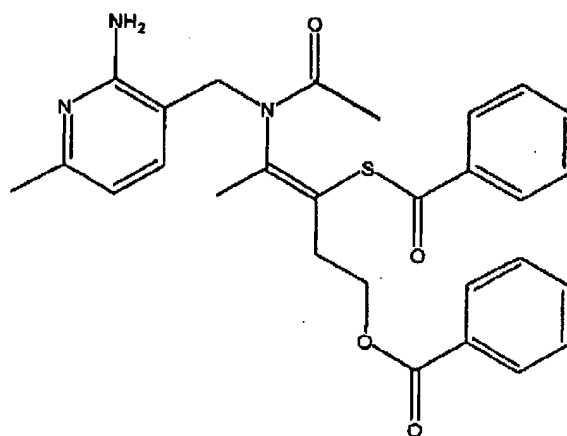
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(h)



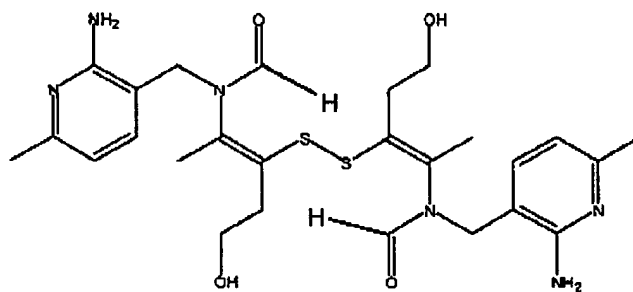
(i)



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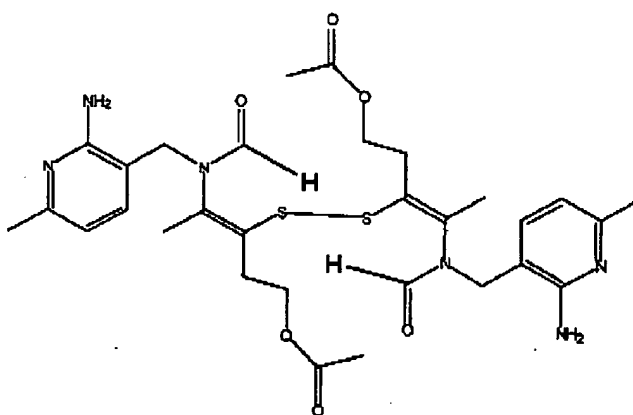
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(j)



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(k)

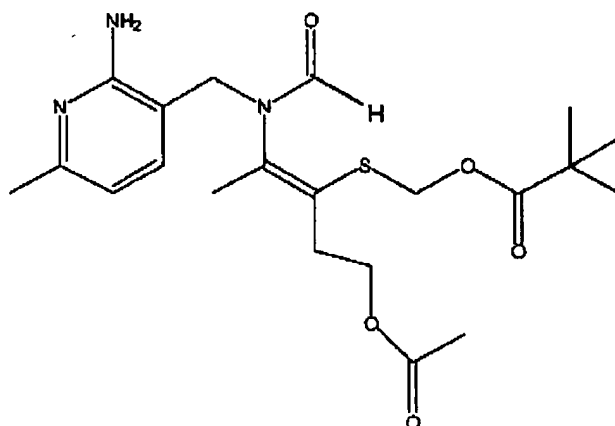


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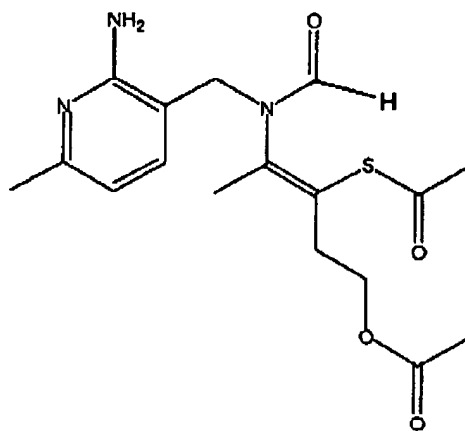
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(l)



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(m)

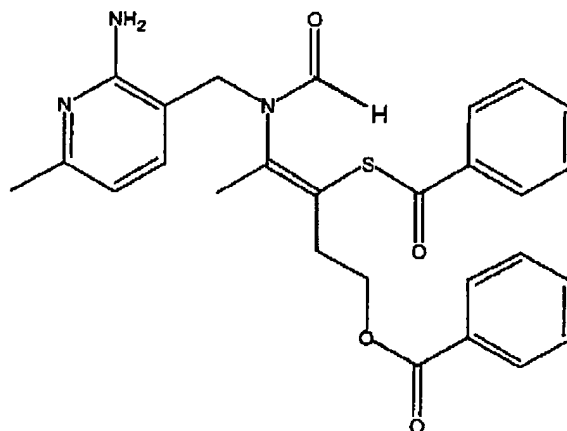


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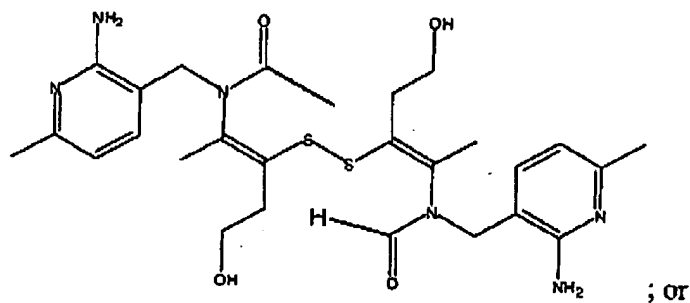
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(n)



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(o)

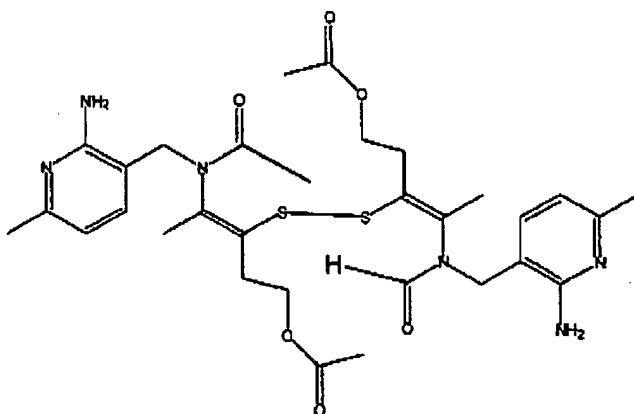


; or

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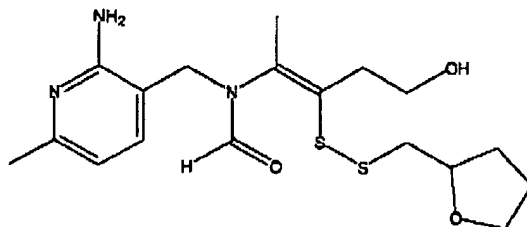
Attorney Docket No.: A33-013US

(p)



or a pharmaceutically acceptable ~~derivative~~ salt, ester, salt of an ester, stereoisomer, enantiomer, isotope, or tautomer thereof.

24. (previously presented) The compound of claim 23, wherein the compound is:

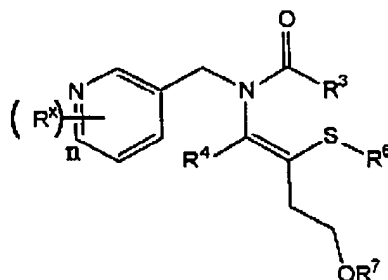




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25. (currently amended) A compound of the formula



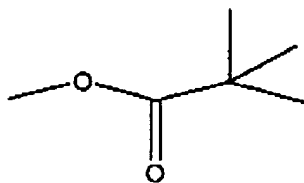
or a pharmaceutically acceptable derivative salt, ester, salt of an ester, stereoisomer, enantiomer, isotope, or tautomer thereof, wherein:

(a)  $R^3$  and  $R^4$  may each be the same or different to the extent they occur more than once in the compound and are independently H or alkyl;

(b)  $R^7$  may be the same or different to the extent it occurs more than once in the compound and is independently  $R^o$  or  $-C(O)R$ , where  $R^o$  is H or alkyl and R is  $R^o$ , carbocyclyl, aryl, heterocyclyl, heteroaryl, carbocyclylalkyl, aralkyl, heterocyclylalkyl, or heteroaralkyl;

(c)  $R^x$  may be the same or different to the extent it occurs more than once in the compound and is independently alkyl or  $NH_2$ ;

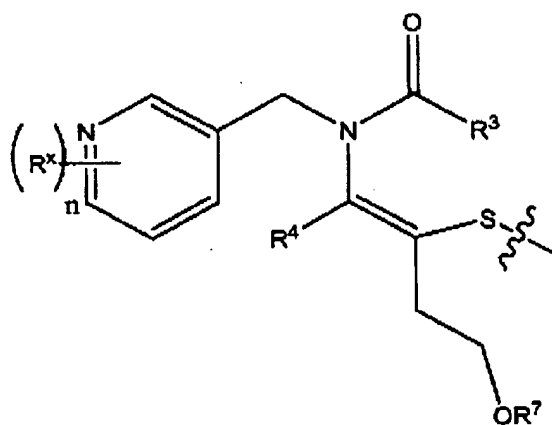
(d)  $R^6$  is  $-SR$ ,  $-C(O)R$ ,



or

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; and

(e)  $n$  is 0, 1, 2, or 3.